

MARKUS WILLIAMS YOUNG & ZIMMERMANN LLC

1700 LINCOLN STREET, SUITE 4550
DENVER, CO 80203
(303) 830-0800
www.MarkusWilliams.com
TAX ID 84-1292298

January 6, 2017

Invoice No.: 94745

Terry Odom, CEO
Powell Valley Healthcare, Inc.
777 Avenue H
Powell, WY 82435

RE: Powell Valley Healthcare, Inc.
11278.002 Restructure/Reorganization

PROFESSIONAL SERVICES:

| | | | Hours | |
|-----------------------|-----|--|-------|----------|
| 12/01/2016 | BTH | Review document from M. Long re ordinary course professionals (.2). | 0.20 | 59.00 |
| 12/02/2016 | BTH | Review docket for current dates and deadlines. | 0.80 | 236.00 |
| 12/05/2016 | BTH | Review docket and recently filed orders continuing various matters (.3). | 0.30 | 88.50 |
| 12/06/2016 | BTH | Review emails re to potential third party releases and analyze and address the same (.9); Update H2C and negotiations with UCC (.2); Review recent orders and pleadings in case (.3). | 1.40 | 413.00 |
| 12/07/2016 | BTH | Respond to inquiries from entities interested in accounts receivables (.3); Email to US Trustee re extending exclusivity (.1); Research issues re extension of exclusivity and dates and deadlines pending in case (.4). | 0.80 | 236.00 |
| 12/20/2016 | BTH | Email to CEO/CFO re update on case (.1); Email to CEO/CFO re pending claims unrelated to Dr. Hansen (.1). | 0.20 | 59.00 |
| 12/21/2016 | BTH | Phone conference with C. Caby re status of case (.5); Phone conference with M. Long re status of discussions with UCC (.3). | 0.80 | 236.00 |
| 12/22/2016 | BTH | Phone conference with J. Young to discuss open issues in case (.4); Review order on first fee application and forward the same to M. Long and T. Odom (.2). | 0.60 | 177.00 |
| 12/29/2016 | BTH | Review correspondence from UCC and update CEO/CFO (.1); Phone conference with J. Salisbury to address open issues in case (.4). | 0.50 | 147.50 |
| TOTAL SERVICES | | | 5.60 | 1,652.00 |

EXPENSES:

| | |
|-----------------|--------|
| Photocopies | 673.00 |
| Online research | 37.56 |
| Postage | 158.50 |

| | | |
|---------------------------------------|------------------|-------------------|
| TOTAL EXPENSES Thru 12/31/2016 | | 869.06 |
| TOTAL THIS INVOICE | | 2,521.06 |
| | Previous Balance | \$17,124.37 |
| 12/22/2016 | Payment received | -17,124.37 |
| TOTAL OUTSTANDING INVOICES | | <u>\$2,521.06</u> |

Your trust account balance is

| | | |
|------------|--|-------------------|
| 12/22/2016 | Opening Balance | \$228,501.20 |
| | 25% Holdback on Fees May to September | |
| | PAYEE: MARKUS WILLIAMS YOUNG & ZIMMERMANN LL | <u>-68,968.01</u> |
| | Closing Balance | \$159,533.19 |

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January 6, 2017

Invoice No.: 94746

Terry Odom, CEO
Powell Valley Healthcare, Inc.
777 Avenue H
Powell, WY 82435

RE: Powell Valley Healthcare, Inc.
11278.004 Cash Collateral

PROFESSIONAL SERVICES:

| | | | Hours | |
|------------|-----|--|-------|-------------------|
| 12/06/2016 | BTH | Review monthly financials for purposes of use of cash collateral and compare with prior month; Email monthly financials to T. Woznick and S. Goldstein (.5). | 0.50 | 147.50 |
| 12/19/2016 | BTH | Phone conference with T. Woznick (.4). | 0.40 | 118.00 |
| | | TOTAL SERVICES | 0.90 | 265.50 |
| | | TOTAL THIS INVOICE | | 265.50 |
| | | Previous Balance | | \$1,539.05 |
| 12/22/2016 | | Payment received | | -595.05 |
| | | TOTAL OUTSTANDING INVOICES | | <u>\$1,209.50</u> |

| Aged Due Amounts | | | |
|------------------|--------|--------|---------------|
| Stmt Date | Stmt # | Billed | Due |
| 11/17/2016 | 94183 | 324.50 | 324.50 |
| 12/19/2016 | 94548 | 619.50 | 619.50 |
| | | | <u>944.00</u> |

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January 6, 2017

Invoice No.: 94747

Terry Odom, CEO
Powell Valley Healthcare, Inc.
777 Avenue H
Powell, WY 82435

RE: Powell Valley Healthcare, Inc.
11278.007 Required Reports

PROFESSIONAL SERVICES:

| | | | Hours | |
|------------|-----|---|-------|-------------------|
| 12/22/2016 | BTH | Review and file monthly operating report for November 2016 (1.6). | 1.60 | 472.00 |
| | | TOTAL SERVICES | 1.60 | 472.00 |
| | | TOTAL THIS INVOICE | | 472.00 |
| | | Previous Balance | | \$826.00 |
| | | TOTAL OUTSTANDING INVOICES | | <u>\$1,298.00</u> |

| Aged Due Amounts | | | |
|------------------|---------------|---------------|---------------|
| <u>Stmt Date</u> | <u>Stmt #</u> | <u>Billed</u> | <u>Due</u> |
| 11/17/2016 | 94185 | 265.50 | 265.50 |
| 12/19/2016 | 94549 | 560.50 | 560.50 |
| | | | <u>826.00</u> |

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January 6, 2017

Invoice No.: 94749

Terry Odom, CEO
Powell Valley Healthcare, Inc.
777 Avenue H
Powell, WY 82435

RE: Powell Valley Healthcare, Inc.
11278.009 Executory Contracts

PROFESSIONAL SERVICES:

| | | | Hours | |
|-----------------------------------|-----|---|-------|--------------------------|
| 12/02/2016 | BTH | Review pleadings and draft motion to continue hearing on Assumption Motion and Proposed Order and forward to parties. | 1.10 | 324.50 |
| TOTAL SERVICES | | | 1.10 | 324.50 |
| TOTAL THIS INVOICE | | | | 324.50 |
| Previous Balance | | | | \$1,770.00 |
| TOTAL OUTSTANDING INVOICES | | | | <u><u>\$2,094.50</u></u> |

| | | Aged Due Amounts | |
|------------------|---------------|------------------|-----------------|
| <u>Stmt Date</u> | <u>Stmt #</u> | <u>Billed</u> | <u>Due</u> |
| 11/17/2016 | 94187 | 1,770.00 | 1,770.00 |
| | | | <u>1,770.00</u> |

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January 6, 2017

Invoice No.: 94750

Terry Odom, CEO
Powell Valley Healthcare, Inc.
777 Avenue H
Powell, WY 82435

RE: Powell Valley Healthcare, Inc.
11278.010 Creditors Committee

PROFESSIONAL SERVICES:

| | | | Hours | |
|-----------------------------------|-----|---|-------|--------------------|
| 12/02/2016 | BTH | Email to S. Goldstein re plan provision to address insurance issues (.1); Review and respond to proposed motion to continue hearing on Eisner Amper application (.2). | 0.30 | 88.50 |
| 12/06/2016 | BTH | Email to S. Goldstein re budget for continued use of cash collateral (.1). | 0.10 | 29.50 |
| 12/16/2016 | BTH | Phone conference with S. Goldstein to discuss Plan Term Sheet (.6). | 0.60 | 177.00 |
| 12/19/2016 | BTH | Phone conference with S. Goldstein to address Plan Term Sheet (.2); Review demand letter from UCC (.2). | 0.40 | 118.00 |
| 12/21/2016 | BTH | Email to S. Goldstein re update on issues with Plan Term Sheet (.1). | 0.10 | 29.50 |
| 12/30/2016 | BTH | Review Plan Term Sheet in preparation for call with S. Goldstein (.6); Phone conference with S. Goldstein (.7). | 1.30 | 383.50 |
| TOTAL SERVICES | | | 2.80 | 826.00 |
| TOTAL THIS INVOICE | | | | 826.00 |
| Previous Balance | | | | \$18,624.00 |
| TOTAL OUTSTANDING INVOICES | | | | <u>\$19,450.00</u> |

| Aged Due Amounts | | | |
|------------------|--------|-----------|------------------|
| Stmt Date | Stmt # | Billed | Due |
| 11/17/2016 | 94188 | 14,805.50 | 14,805.50 |
| 12/19/2016 | 94552 | 3,818.50 | 3,818.50 |
| | | | <u>18,624.00</u> |

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January 6, 2017

Invoice No.: 94751

Terry Odom, CEO
Powell Valley Healthcare, Inc.
777 Avenue H
Powell, WY 82435

RE: Powell Valley Healthcare, Inc.
11278.012 Tort Litigation

PROFESSIONAL SERVICES:

| | | | Hours | |
|------------|-----|---|-------|--------------------------|
| 12/05/2016 | JMS | Correspondence and conferences with R. Royal, B. Hunsicker, C. Caby and J. Smiley re continuance of Rule 26f conference in automatic stay adversary proceeding. | 0.30 | 93.00 |
| 12/06/2016 | JMS | Draft and file motion for continuance of Rule 26f conference. | 1.20 | 372.00 |
| | | TOTAL SERVICES | 1.50 | 465.00 |
| | | TOTAL THIS INVOICE | | 465.00 |
| | | Previous Balance | | \$15,906.56 |
| 12/22/2016 | | Payment received | | -13,651.06 |
| | | TOTAL OUTSTANDING INVOICES | | <u><u>\$2,720.50</u></u> |

| Aged Due Amounts | | | |
|------------------|--------|----------|------------------------|
| Stmt Date | Stmt # | Billed | Due |
| 11/17/2016 | 94189 | 794.00 | 794.00 |
| 12/19/2016 | 94553 | 1,461.50 | 1,461.50 |
| | | | <u><u>2,255.50</u></u> |

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January 6, 2017

Invoice No.: 94752

Terry Odom, CEO
Powell Valley Healthcare, Inc.
777 Avenue H
Powell, WY 82435

RE: Powell Valley Healthcare, Inc.
11278.013 Insurance Issues

PROFESSIONAL SERVICES:

| | | | Hours | |
|------------|-----|--|-------|--------------------|
| 12/02/2016 | BTH | Review various pleadings and draft motion to continue hearing on 2004 Motion and Proposed Order and email parties with explanation. | 1.20 | 354.00 |
| 12/05/2016 | BTH | Finalize motion to continue hearing on 2004 motion (.3); Email to counsel for insurers advising on status of continuing hearing on 2004 motion (.1); Phone conference with D. Kellam re status of case (.1); Review email from T. Swanson re position on pending matters (.1). | 0.60 | 177.00 |
| 12/06/2016 | BTH | Review motion to continue hearing on stay relief and proposed order; Research re prior order continuing hearing on stay relief; Email to T. Swanson re issues with proposed order (.6). | 0.60 | 177.00 |
| 12/22/2016 | BTH | Phone conference with T. Swanson to discuss status of case. | 0.20 | 59.00 |
| 12/27/2016 | JFY | Review and analyze relief from stay issues. | 0.50 | 197.50 |
| | | TOTAL SERVICES | 3.10 | 964.50 |
| | | TOTAL THIS INVOICE | | 964.50 |
| | | Previous Balance | | \$28,227.57 |
| 12/22/2016 | | Payment received | | -7,092.57 |
| | | TOTAL OUTSTANDING INVOICES | | <u>\$22,099.50</u> |

Aged Due Amounts

| Stmt Date | Stmt # | Billed | Due |
|------------|--------|-----------|------------------|
| 11/17/2016 | 94190 | 2,242.00 | 2,242.00 |
| 12/20/2016 | 94561 | 18,893.00 | 18,893.00 |
| | | | <u>21,135.00</u> |

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January 6, 2017

Invoice No.: 94753

Terry Odom, CEO
Powell Valley Healthcare, Inc.
777 Avenue H
Powell, WY 82435

RE: Powell Valley Healthcare, Inc.
11278.014 Plan and Disclosure Statement

PROFESSIONAL SERVICES:

| | | | Hours | |
|------------|-----|--|-------|----------|
| 12/02/2016 | BTH | Additional review and analysis of Plan Term Sheet (.3); Forward proposed revisions to S. Goldstein (.1). | 0.40 | 118.00 |
| | BTH | Phone conference and email with CEO/CFO to discuss Plan Term Sheet. | 0.50 | 147.50 |
| 12/05/2016 | BTH | Review correspondence from T. Copenhagen re suggestions to Plan Term Sheet (.1); Review Plan Term Sheet and respond to T. Copenhagen (.4); Review proposed revisions to Plan Term Sheet from J. Young (.2). | 0.50 | 147.50 |
| | JFY | Review and analyze plan term sheet and make corrections thereto. | 1.40 | 553.00 |
| 12/06/2016 | BTH | Phone conference with C. Caby re potential issues with negotiations with the UCC. | 0.60 | 177.00 |
| 12/07/2016 | BTH | Review prior Plan Term Sheets and compare to latest version from UCC (.7). | 0.70 | 206.50 |
| | BTH | Email to S. Goldstein re potential release of third parties. | 0.10 | 29.50 |
| | BTH | Phone conference with S. Goldstein. | 0.20 | 59.00 |
| 12/08/2016 | BTH | Review prior motion and order on exclusivity and draft second motion and order to extend exclusivity periods (1.3); Phone conference with District re revisions to Plan Term Sheet (1.6); Review and revise Plan Term Sheet and circulate to parties (1.8); Phone conference with CEO/CFO re Term Sheet (.2). | 4.90 | 1,445.50 |
| | JFY | Review and analyze open plan issues (.6); Review, analyze and revise plan term sheet (.8). | 1.40 | 553.00 |
| 12/09/2016 | BTH | Research re ability to assign legal malpractice claims under Wyoming law and federal bankruptcy law (3.3); Email findings to parties in case (.1); Draft and finalize email to UCC re revised Plan Term Sheet (.2); Phone conference with S. Goldstein to discuss revised Plan Term Sheet (.3); Phone conference with J. Young re revised Plan Term Sheet (.2); Email to C. Caby re District approval of revised Plan Term Sheet (.1). | 4.20 | 1,239.00 |

| | | | Hours | |
|------------|-----------------------------------|---|-------|--------------------|
| | JFY | Review and analyze revised term sheet (.8); Correspondence with Committee co-counsel re same (.3). | 1.10 | 434.50 |
| 12/20/2016 | JMS | Conference with B. Hunsicker re settlement terms between committee and debtor and incorporation of terms into disclosure statement, | 0.40 | 124.00 |
| | BTH | Review correspondence from UCC and strategize for next steps. | 0.30 | 88.50 |
| | BTH | Phone conference with T. Woznick re request from UCC and follow-up with S. Goldstein. | 0.30 | 88.50 |
| 12/21/2016 | BTH | Phone conference with T. Woznick re request from UCC and response thereto. | 0.40 | 118.00 |
| 12/22/2016 | JFY | Review and analyze open plan issues and negotiations with District re agreed upon release from Committee. | 0.80 | 316.00 |
| | BTH | Phone and email correspondence with C. Caby to discuss issues with Plan Term Sheet (.5); Research and analysis of potential alternatives to address open issues with Plan Term Sheet (1.3). | 1.80 | 531.00 |
| 12/23/2016 | JMS | Continue drafting disclosure statement. | 3.50 | 1,085.00 |
| 12/27/2016 | JMS | Continue drafting disclosure statement. | 4.90 | 1,519.00 |
| 12/28/2016 | JMS | Continue drafting disclosure statement. | 3.20 | 992.00 |
| 12/29/2016 | JMS | Continue working on disclosure statement. | 4.60 | 1,426.00 |
| 12/30/2016 | JFY | Review and revise Plan Term Sheet received from committee's counsel. | 0.50 | 197.50 |
| | BTH | Review and analysis issues with revised Plan Term Sheet (.7); Prepare detailed emails to CEO/CFO and C. Caby re issues with revised Plan Term Sheet (.6). | 1.30 | 383.50 |
| | TOTAL SERVICES | | 38.00 | 11,979.00 |
| | TOTAL THIS INVOICE | | | 11,979.00 |
| | Previous Balance | | | \$32,159.00 |
| 12/22/2016 | Payment received | | | -10,171.00 |
| 12/22/2016 | Payment received | | | -6,880.46 |
| | Total Payments | | | -17,051.46 |
| | TOTAL OUTSTANDING INVOICES | | | <u>\$27,086.54</u> |

Aged Due Amounts

| Stmt Date | Stmt # | Billed | Due |
|------------|--------|-----------|------------------|
| 11/17/2016 | 94191 | 8,608.50 | 1,728.04 |
| 12/19/2016 | 94555 | 13,379.50 | 13,379.50 |
| | | | <u>15,107.54</u> |

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January 6, 2017

Invoice No.: 94754

Terry Odom, CEO
Powell Valley Healthcare, Inc.
777 Avenue H
Powell, WY 82435

RE: Powell Valley Healthcare, Inc.
11278.015 Employment and Fee Applications

PROFESSIONAL SERVICES:

| | | | Hours | |
|-----------------------------------|-----|--|-------|--------------------|
| 12/05/2016 | BTH | Review order on employment of ordinary course professionals and draft statement in compliance therewith (1.4); Forward to client for approval (.1). | 1.50 | 442.50 |
| 12/19/2016 | BTH | Review fee application pleadings and draft proposed order (1.2); Review and code time entries for interim fee application (.8); Review and respond to invoice from H2C (.2). | 2.20 | 649.00 |
| 12/20/2016 | BTH | Finalize documents for November interim fee application (1.3); Review interim fee application from UCC and forward to client (.3). | 1.60 | 472.00 |
| TOTAL SERVICES | | | 5.30 | 1,563.50 |
| TOTAL THIS INVOICE | | | | 1,563.50 |
| Previous Balance | | | | \$26,154.00 |
| 12/22/2016 | | Payment received | | -12,723.50 |
| TOTAL OUTSTANDING INVOICES | | | | <u>\$14,994.00</u> |

| Aged Due Amounts | | | |
|------------------|--------|----------|------------------|
| Stmt Date | Stmt # | Billed | Due |
| 11/17/2016 | 94192 | 3,679.00 | 3,679.00 |
| 12/19/2016 | 94556 | 9,751.50 | 9,751.50 |
| | | | <u>13,430.50</u> |

PAYABLE UPON RECEIPT